

27<sup>th</sup> June 2023

The National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (E)  
Mumbai- 400 051

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001

Scrip Code : 517354

NSE Symbol : HAVELLS

**Sub: Proceedings of 40<sup>th</sup> Annual General Meeting u/r 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 alongwith the Consolidated Scrutinizer's Report and Results of the e-Voting at AGM u/r 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015**

Dear Sir,

Pursuant to captioned regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the proceedings of the 40<sup>th</sup> Annual General Meeting of the Company held this day through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) on 27<sup>th</sup> June, 2023 at 10:00 am.

The Remote E-voting on all the Resolutions set out in the Notice of 40<sup>th</sup> Annual General Meeting was conducted during the period from 24<sup>th</sup> June, 2023 to 26<sup>th</sup> June, 2023 and for those who did not cast their vote through remote e-voting, the facility to cast vote through e-voting during the AGM was also made available.

The Agenda wise Results u/r 44 in the prescribed format along with the Consolidated Report of the Scrutinizer are also enclosed.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,  
for Havells India Limited

  
(Sanjay Kumar Gupta)  
Company Secretary



Encl.: A/a

HAVELLS INDIA LTD.

Corporate Office:

QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, U.P (INDIA)

Tel: +91-120-3331000, Fax: +91-120-3332000

E-mail: marketing@havells.com, www.havells.com

Registered Office: 904, 9th Floor, Surya Kiran Building,

K.G. Marg, Connaught Place, New Delhi - 110001. (INDIA)

For CARE 360, Call us : for Havells : 08045771313, for Lloyd : 08045775666

CIN: L31900DL1983PLC016304

**PROCEEDINGS OF THE 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 27<sup>TH</sup> JUNE, 2023 AT 10:00 A.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM)**

Date of the AGM: 27<sup>TH</sup> JUNE, 2023

Total number of shareholders on Cut-off i.e. 20<sup>th</sup> June, 2023: 2,30,621

No. of Shareholders present in the meeting either in person or through proxy:  
Promoters and Promoter Group: —  
Public: —

No. of Shareholders attended the meeting through Video Conferencing:  
Promoters and Promoter Group:- 3  
Public:- 101

Directors Present:

1. Shri Anil Rai Gupta: Chairman and Managing Director
2. Shri Surjit Kumar Gupta: Non-executive Director
3. Shri Ameet Kumar Gupta: Whole-time Director
4. Shri Rajesh Kumar Gupta: Whole-time Director (Finance) and Group CFO
5. Shri U K Sinha – Independent Director, Chairman of Audit Committee
6. Smt Namrata Kaul – Independent Director
7. Shri Subhash S Mundra – Independent Director, Chairman of Stakeholders Relationship/ Grievance Redressal Committee
8. Shri Vivek Mehra – Independent Director, Chairman of Corporate Social Responsibility & Environmental, Social and Governance Committee
9. Shri Ashish Bharat Ram – Independent Director, Chairman of Nomination and Remuneration Committee
10. Shri Jalaj Ashwin Dani – Independent Director, Chairman of Enterprises Risk Management Committee
11. Shri B Prasada Rao – Independent Director
12. Shri T V Mohandas Pai – Non-Independent Non-executive Director
13. Shri Puneet Bhatia – Non-Independent Non-executive Director
14. Shri Siddhartha Pandit – Wholetime Director

Chairman, other Directors and Officers were participating in the Meeting through VC.

Company Secretary welcomed the Shareholders who were participating in the Meeting through VC/ OAVM and briefed them about certain important points regarding video conferencing. Thereafter, he requested the Chairman, Shri Anil Rai Gupta to chair the meeting.

Chairman welcomed all the Shareholders and asked all the fellow colleagues on the Board to introduce themselves to all the shareholders on the occasion of the 40<sup>th</sup> AGM of the Company. Upon confirmation of quorum by NSDL, the Chairman declared the Meeting open. Thereafter the Notice of AGM and Directors Report were taken as read by the Shareholders of the Company.



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The Chairman presented his speech.

Thereafter the Company Secretary requested the Statutory Auditors to read the Auditors' Report.

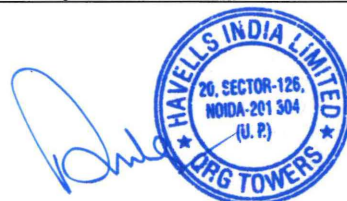
After the Auditor's Report was read by the Statutory Auditor, the Company Secretary informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e. persons who were Members on 20<sup>th</sup> June, 2023, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 24<sup>th</sup> June, 2023 to 26<sup>th</sup> June, 2023 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. He informed that CS Mohd Zafar, Practicing Company Secretary (Membership No. FCS 9184, COP No. 13875), was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting and the e-voting process during AGM in a fair and transparent manner.

Further, in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote through E-voting during the AGM on all the 8 (eight) Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.

The Members were informed that the Results would be declared after considering the Remote e-voting and the e-Voting by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) on or before 29<sup>th</sup> June, 2023 and placed on the website of the Company.

As the Meeting was convened through VC/ OAVM, the following Resolutions had already been put to vote through remote e-voting and the requirement to propose and second was not applicable.

1.	<b>Detail of the Agenda:</b>	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023 and the Report of Auditors thereon.
	<b>Resolution required:</b>	Ordinary Resolution
2.	<b>Detail of the Agenda:</b>	Confirmation of the payment of Interim Dividend of Rs. 3 per equity share of Re. 1/- each already paid as an Interim Dividend during the Financial Year 2022-23.
	<b>Resolution required:</b>	Ordinary Resolution
3.	<b>Detail of the Agenda:</b>	Declaration of a Final Dividend of Rs. 4.50 per equity share of Re. 1/- each for the Financial Year 2022-23.
	<b>Resolution required:</b>	Ordinary Resolution
4.	<b>Detail of the Agenda:</b>	Appointment of a Director in place of Shri Rajesh Kumar Gupta (DIN: 00002842), retiring by rotation and being eligible, offering himself for re-appointment
	<b>Resolution required:</b>	Ordinary Resolution



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<b>5.</b>	<b>Detail of the Agenda:</b>	Appointment of a Director in place of Shri T V Mohandas Pai (DIN: 00042167), retiring by rotation and being eligible, offering himself for re-appointment
	<b>Resolution required:</b>	Ordinary Resolution
<b>6.</b>	<b>Detail of the Agenda:</b>	Appointment of a Director in place of Shri Puneet Bhatia (DIN: 00143973), retiring by rotation and being eligible, offering himself for re-appointment
	<b>Resolution required:</b>	Ordinary Resolution
<b>7.</b>	<b>Detail of the Agenda:</b>	Ratification of Cost Auditors' Remuneration
	<b>Resolution required:</b>	Ordinary Resolution
<b>8.</b>	<b>Detail of the Agenda:</b>	Re-appointment of Shri Anil Rai Gupta (DIN: 00011892) as the Chairman and Managing Director and the CEO of the Company
	<b>Resolution required:</b>	Ordinary Resolution
<p>The Chairman called the names of Shareholders who had registered themselves as registered speakers to express their views and queries.</p> <p>Thereafter the Chairman answered the queries of the shareholders. The Chairman thereafter informed that Members who had not cast their vote already through Remote e-voting may cast their vote by going to the e-voting platform.</p> <p>The Chairman thanked the shareholders and others for attending the Meeting.</p> <p>The Company Secretary proposed a vote of thanks to the Chair and the Meeting ended.</p>		



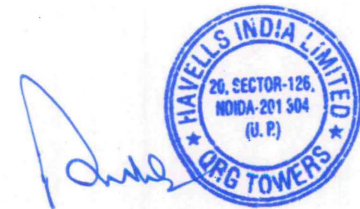
Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements (FS), Reports of Board of Directors & Auditors' thereon, Audited Consolidated FS & Report of Auditors thereon for FY 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		372457920	100.0000	372457920	0	100.0000	0.0000
	Poll	372457920	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		187408244	89.0806	187408244	0	100.0000	0.0000
	Poll	210380446	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	210380446	187408244	89.0806	187408244	0	100.0000	0.0000
Public- Non Institutions	E-Voting		711351	1.6289	710233	1118	99.8428	0.1572
	Poll	43671372	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43671372	711351	1.6289	710233	1118	99.8428	0.1572
<b>Total</b>		626509738	560577515	89.4763	560576397	1118	99.9998	0.0002
<b>Whether resolution is Pass or Not.</b>							Yes	



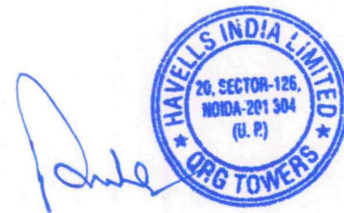
Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Confirmation of payment of Interim Dividend of Rs. 3.00 per equity share of Re. 1/- each already paid during the financial year 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		372457920	100.0000	372457920	0	100.0000	0.0000
	Poll	372457920	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public- Institutions	E-Voting		187592791	89.1684	187592791	0	100.0000	0.0000
	Poll	210380446	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	210380446	187592791	89.1684	187592791	0	100.0000	0.0000
Public- Non Institutions	E-Voting		711425	1.6290	710306	1119	99.8427	0.1573
	Poll	43671372	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43671372	711425	1.6290	710306	1119	99.8427	0.1573
<b>Total</b>		626509738	560762136	89.5057	560761017	1119	99.9998	0.0002
<b>Whether resolution is Pass or Not.</b>							Yes	



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Final Dividend of Rs. 4.50 per equity share of Re. 1/- each for the financial year 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		372457920	100.0000	372457920	0	100.0000	0.0000
	Poll	372457920	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		187592791	89.1684	187592791	0	100.0000	0.0000
	Poll	210380446	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	210380446	187592791	89.1684	187592791	0	100.0000	0.0000
Public- Non Institutions	E-Voting		711430	1.6291	710451	979	99.8624	0.1376
	Poll	43671372	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43671372	711430	1.6291	710451	979	99.8624	0.1376
<b>Total</b>		626509738	560762141	89.5057	560761162	979	99.9998	0.0002
<b>Whether resolution is Pass or Not.</b>							Yes	

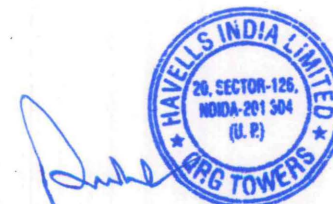


Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Director in place of Shri Rajesh Kumar Gupta (DIN: 00002842), who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		372457920	100.0000	372457920	0	100.0000	0.0000
	Poll	372457920	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public- Institutions	E-Voting		187592790	89.1684	185411101	2181689	98.8370	1.1630
	Poll	210380446	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	210380446	187592790	89.1684	185411101	2181689	98.8370	1.1630
Public- Non Institutions	E-Voting		711261	1.6287	699885	11376	98.4006	1.5994
	Poll	43671372	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43671372	711261	1.6287	699885	11376	98.4006	1.5994
<b>Total</b>		626509738	560761971	89.5057	558568906	2193065	99.6089	0.3911
<b>Whether resolution is Pass or Not.</b>							Yes	





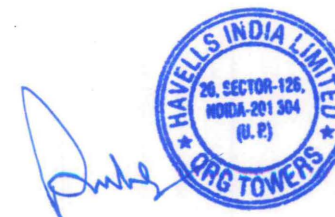
Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Director in place of Shri T.V. Mohandas Pai (DIN: 00042167), who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		372457920	100.0000	372457920	0	100.0000	0.0000
	Poll	372457920	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		187592790	89.1684	185695630	1897160	98.9887	1.0113
	Poll	210380446	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	210380446	187592790	89.1684	185695630	1897160	98.9887	1.0113
Public- Non Institutions	E-Voting		711255	1.6287	692794	18461	97.4044	2.5956
	Poll	43671372	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43671372	711255	1.6287	692794	18461	97.4044	2.5956
<b>Total</b>		626509738	560761965	89.5057	558846344	1915621	99.6584	0.3416
<b>Whether resolution is Pass or Not.</b>							Yes	



Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Director in place of Shri Puneet Bhatia (DIN: 00143973), who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		372457920	100.0000	372457920	0	100.0000	0.0000
	Poll	372457920	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		187592790	89.1684	166282802	21309988	88.6403	11.3597
	Poll	210380446	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	210380446	187592790	89.1684	166282802	21309988	88.6403	11.3597
Public- Non Institutions	E-Voting		711255	1.6287	692647	18608	97.3838	2.6162
	Poll	43671372	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43671372	711255	1.6287	692647	18608	97.3838	2.6162
<b>Total</b>		626509738	560761965	89.5057	539433369	21328596	96.1965	3.8035
<b>Whether resolution is Pass or Not.</b>							Yes	



Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Cost Auditor's Remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting	210380446	187592791	89.1684	187592791	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	210380446	187592791	89.1684	187592791	0	100.0000	0.0000
Public- Non Institutions	E-Voting	43671372	711241	1.6286	702945	8296	98.8336	1.1664
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43671372	711241	1.6286	702945	8296	98.8336	1.1664
<b>Total</b>		626509738	560761952	89.5057	560753656	8296	99.9985	0.0015
<b>Whether resolution is Pass or Not.</b>							Yes	



Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Shri Anil Rai Gupta (DIN: 00011892) as the Chairman and Managing Director and the CEO of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		372457920	100.0000	372457920	0	100.0000	0.0000
	Poll	372457920	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		187592791	89.1684	94044295	93548496	50.1321	49.8679
	Poll	210380446	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	210380446	187592791	89.1684	94044295	93548496	50.1321	49.8679
Public- Non Institutions	E-Voting		711305	1.6288	702847	8458	98.8109	1.1891
	Poll	43671372	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43671372	711305	1.6288	702847	8458	98.8109	1.1891
<b>Total</b>		626509738	560762016	89.5057	467205062	93556954	83.3161	16.6839
<b>Whether resolution is Pass or Not.</b>							Yes	



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & E-VOTING AT ANNUAL  
GENERAL MEETING DURING 40<sup>TH</sup> ANNUAL GENERAL MEETING FOR  
HAVELLS INDIA LIMITED**

**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as Amended)**

To,  
The Chairman  
40<sup>th</sup> Annual General Meeting,  
Havells India Limited  
CIN: L31900DL1983PLC016304  
904, 9<sup>th</sup> Floor, Surya Kiran Building,  
Kasturba Gandhi Marg, Connaught Place,  
New Delhi - 110001

**Subject: Passing of Resolution(s) through remote e-voting and e-voting at AGM electronically by the members during the 40<sup>th</sup> Annual General Meeting (AGM) of Havells India Limited ("the Company") held on Tuesday, the 27<sup>th</sup> June, 2023 at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM").**

Dear Sir,

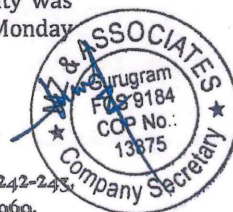
1. MZ & Associates, Firm of Company Secretaries were appointed as Scrutinizer by the Board of Directors of Havells India Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ('e-voting') i.e. remote e-voting and e-voting at AGM by members during the Annual General Meeting on the resolutions contained in the Notice dated May 03<sup>rd</sup>, 2023 for 40<sup>th</sup> Annual General Meeting of the Members of the Company, held on Tuesday, the 27<sup>th</sup> June, 2023 at 10:00 A.M. (IST).

MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 02/2022 dated May 05, 2022, MCA Circular No. 03/2022 dated May 05, 2022 followed by MCA Circular Nos. 10/2022 and 11/2022 dated December 28, 2022 in relation to clarification on holding of Annual General Meeting (AGM) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM') (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated 12<sup>th</sup> May, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (LODR) Regulations 2015 and Circular dated 13<sup>th</sup> May, 2022 and Circular dated 05<sup>th</sup> January, 2023 in relation to Relaxation from the compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, (Collectively referred to as the 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and SEBI Circulars, MCA Circulars, the 40<sup>th</sup> AGM of the Company is being held through VC/OAVM.

2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of remote e-voting and e-voting during the AGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the Eight (8) items mentioned in the Notice dated May 03<sup>rd</sup>, 2023. The Company had also uploaded the Notice of AGM on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their votes through remote e-voting and e-voting during the AGM. The Remote e-Voting facility was kept open from 24<sup>th</sup> June, 2023, Saturday (8:30 AM) and ends on 26<sup>th</sup> June, 2023, Monday (5:00 PM).

**MZ & ASSOCIATES, Company Secretaries**

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Udyog Vihar, Phase IV, Gurugram, Haryana - 122015, Telephone No: - +91244140022, 4222969,  
Website: [www.mycompliances.com](http://www.mycompliances.com), Email: [associates.mza@gmail.com](mailto:associates.mza@gmail.com)



3. The cut-off date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 20<sup>th</sup> June, 2023.
4. The Notice was sent through email to 2,41,645 (Two Lakhs Forty One Thousand Six Hundred Forty Five) Shareholders as on the cut-off date of 12<sup>th</sup> May, 2023, whose email id was made available by the two depositories/RTA.
5. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on Wednesday, the May 31<sup>st</sup>, 2023 in Economic Times (English Newspaper), and Jansatta (Hindi Newspaper). The Notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
7. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
8. At the 40<sup>th</sup> Annual General Meeting of the Company held through VC/OAVM, on Tuesday, the 27<sup>th</sup> June, 2023 at 10:00 A.M. onwards, after considering all the items of business, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC/ OAVM but could not participate in the remote e-voting to record their votes.
9. Thereafter, in respect of the remote e-voting and e-voting by the members at the AGM, results were unblocked by us at around 11:30 A.M. on June 27<sup>th</sup>, 2023 on the National Securities Depository Limited (NSDL) e-voting platform and the voting summary statement was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015. After unblocking, the total votes cast both through remote e-voting and e-voting during the AGM, were consolidated and the final Scrutinizer's Report was prepared.

#### **Responsibility of the Management**

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice dated May 03<sup>rd</sup>, 2023.

#### **Responsibility as a Scrutinizer**

Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of 40<sup>th</sup> Annual General Meeting dated May 03<sup>rd</sup>, 2023 based on the reports generated from the e-voting system provide by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company for providing e-voting facility.

As a Scrutinizer, the report of the e-voting carried by the shareholders was duly compiled.

**MZ & ASSOCIATES, Company Secretaries**

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The result of e-voting is as under:

**Agenda Item No. 1:**

**Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2023, Reports of the Board of Directors and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 and the Report of Auditors thereon:**

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM)	1,214	56,05,77,515	100
Total Number of Votes against the resolution	14	1,118	0.00020
Total Number of Votes in favour of Resolution	1,200	56,05,76,397	99.99980

Therefore, the Resolution No. 1 has been approved with requisite majority.

**Agenda Item No. 2:**

**Ordinary Resolution for confirmation of payment of Interim Dividend of Rs. 3.00 per equity share of Re. 1/- each already paid during the financial year 2022-23:**

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM)	1,219	56,07,62,136	100
Total Number of Votes against the resolution	15	1,119	0.00020
Total Number of Votes in favour of Resolution	1,204	56,07,61,017	99.99980

Therefore, the Resolution No. 2 has been approved with requisite majority.

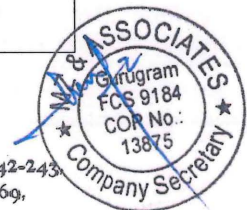
**Agenda Item No. 3:**

**Ordinary Resolution for declaration of Final Dividend of Rs. 4.50 per equity share of Re. 1/- each for the financial year 2022-23:**

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM)	1,220	56,07,62,141	100

**MZA & ASSOCIATES, Company Secretaries**

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Total Number of Votes against the resolution	14	979	0.00017
Total Number of Votes in favour of Resolution	1,206	56,07,61,162	99.99983

Therefore, the Resolution No. 3 has been approved with requisite majority.

**Agenda Item No. 4:**

**Ordinary Resolution for appointment of Director in place of Shri Rajesh Kumar Gupta (DIN: 00002842), who retires by rotation and being eligible, offers himself for re-appointment:**

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM)	1,221	56,07,61,971	100
Total Number of Votes against the resolution	58	21,93,065	0.39109
Total Number of Votes in favour of Resolution	1,163	55,85,68,906	99.60891

Therefore, the Resolution No. 4 has been approved with requisite majority.

**Agenda Item No. 5:**

**Ordinary Resolution for appointment of Director in place of Shri T.V. Mohandas Pai (DIN: 00042167), who retires by rotation and being eligible, offers himself for re-appointment:**

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM)	1,220	56,07,61,965	100
Total Number of Votes against the resolution	59	19,15,621	0.34161
Total Number of Votes in favour of Resolution	1,161	55,88,46,344	99.65839

Therefore, the Resolution No. 5 has been approved with requisite majority.

**MZ& ASSOCIATES, Company Secretaries**

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**Agenda Item No. 6:**

**Ordinary Resolution for appointment of Director in place of Shri Puneet Bhatia (DIN: 00143973), who retires by rotation and being eligible, offers himself for re-appointment:**

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM)	1,222	56,07,61,965	100
Total Number of Votes against the resolution	185	2,13,28,596	3.80350
Total Number of Votes in favour of Resolution	1,037	53,94,33,369	96.19650

Therefore, the Resolution No. 6 has been approved with requisite majority.

**Special Business - Agenda Item No. 7:**

**Ordinary Resolution for Ratification of Cost Auditor's Remuneration:**

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM)	1,214	56,07,61,952	100
Total Number of Votes against the resolution	21	8,296	0.00148
Total Number of Votes in favour of Resolution	1,193	56,07,53,656	99.99852

Therefore, the Resolution No. 7 has been approved with requisite majority.

**Special Business - Agenda Item No. 8:**

**Ordinary Resolution for Re-appointment of Shri Anil Rai Gupta (DIN: 00011892) as the Chairman and Managing Director and the CEO of the Company:**

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM)	1,226	56,07,62,016	100
Total Number of Votes against the resolution	545	9,35,56,954	16.68390
Total Number of Votes in favour of Resolution	681	46,72,05,062	83.31610

**MZ& ASSOCIATES, Company Secretaries**

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Therefore, the Resolution No. 8 has been approved with requisite majority.

All the Eight (8) resolutions stand passed under remote e-voting and e-voting at the AGM with the requisite majority and, hence, deemed to be passed as on the date of the AGM, i.e. on June 27<sup>th</sup>, 2023.

We hereby confirm that we have maintained the soft copy of the registers received from the service provider in respect of the votes cast through remote e- voting and e- voting at the AGM by way of electronic means by the members of the Company. You may kindly declare the results accordingly.

Thanking you,  
Yours faithfully,

For MZ & Associates



Membership No.: FCS 9184  
CP No.: 13875  
UDIN: F009184E000510542

Place: Gurugram  
Date: 27<sup>th</sup> June, 2023

Counter Signed by **Shri Sanjay Kumar Gupta**, Senior Vice President & Company Secretary,  
Authorised by the Chairman of the Meeting.

**MZ & ASSOCIATES, Company Secretaries**

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